

UNITED STATES DISTRICT  
NORTHERN DISTRICT OF ILLINOIS

JARANIN CHAROEN COMPANY  
LIMITED, derivatively on behalf of  
ARCHER-DANIELS-MIDLAND  
COMPANY

Plaintiff,

v.

JUAN R. LUCIANO, MICHAEL S.  
BURKE, THEODORE COLBERT, JAMES  
C. COLLINS, JR., TERRELL K. CREWS,  
SUSAN F. HARRISON, PATRICK J.  
MOORE, DEBRA A. SANDLER, LEI Z.  
SCHLITZ, KELVIN R. WESTBROOK,  
VIKRAM LUTHAR, and RAY YOUNG,

Defendants,

and

ARCHER-DANIELS-MIDLAND,

Nominal Defendant.

Case No. 24-cv-2562

**AGREED MOTION TO TRANSFER VENUE**

Plaintiff Jaranin Charoen Company Limited (“Plaintiff”) and Nominal Defendant Archer-Daniels-Midland Company (“ADM”), by and through their respective counsel, respectfully request that this Court grant their Agreed Motion to Transfer Venue (the “Agreed Motion”). In support of their Agreed Motion, Plaintiffs and ADM respectfully state as follows:

1. Plaintiff commenced this derivative action on March 29, 2024.
2. On April 11, 2024, Counsel for ADM notified Plaintiff that ADM’s Bylaws require that any derivative suit brought on behalf of ADM must be brought in the Delaware state or federal courts unless ADM consents to a different jurisdiction. ADM’s Counsel further

advised that ADM would not consent to an alternate forum.

3. Specifically, Section 5.7 of the ADM Bylaws provides in relevant part that:

Exclusive Forum. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim for breach of a duty (including any fiduciary duty) owed by any current or former director, officer, stockholder, employee, or agent of the Corporation to the Corporation or the Corporation's stockholders,...*provided, however,* in the event that the Court of Chancery of the State of Delaware lacks subject matter jurisdiction over any such action or proceeding, the sole and exclusive forum for such action or proceeding shall be another state or federal court located within the State of Delaware, in each such case...

*See* Bylaws of Archer-Daniels-Midland Company, available at [https://s1.q4cdn.com/365366812/files/doc\\_downloads/governance\\_documents/2022/2022.11.02-ADM-Bylaws.FINAL.pdf](https://s1.q4cdn.com/365366812/files/doc_downloads/governance_documents/2022/2022.11.02-ADM-Bylaws.FINAL.pdf).

4. Counsel for Plaintiff and Counsel for ADM agree that, pursuant to Section 5.7 of the ADM Bylaws, this derivative action should be brought in the U.S. District Court for the District of Delaware.

5. Counsel for ADM has discussed this Agreed Motion with counsel for the individual defendants named in this action, all of whom consent to the transfer.

6. Accordingly, in accordance with the ADM Bylaws, the agreement of the parties, and in the interests of justice, Plaintiff and ADM respectfully request that the Court transfer the above-captioned matter to the U.S. District Court for the District of Delaware pursuant to 28 U.S.C. § 1404(a).

Dated: May 24, 2024.

Respectfully submitted,

/s/ Eric Lechtzin

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*Counsel for Plaintiff*

Respectfully submitted,

/s/ Marcella L. Lape

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